FORM 4

obligations may continue. See Instruction 1(b).

Check this box if no longer subject to Section 16. Form 4 or Form 5

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, [D.C.	20549
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STATEMENT	OF CHANGES	S IN BENEFICIAL	OWNERSHIP

OMB APPROVAL OMB Number: Estimated average burden hours per response: 0.5

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Name and Address of Reporting Person* Canafax James D					2. Issuer Name and Ticker or Trading Symbol Babcock & Wilcox Co [BWC]									Check	all applicable) Director		g Person(s) to Issuer 10% Owner Other (specify	
(Last) (First) (Middle) 13024 BALLANTYNE CORPORATE PLACE SUITE 700				3. Date of Earliest Transaction (Month/Day/Year) 11/17/2014								X Officer (give title Other (specify below) SVP & Gen. Counsel						
OTTE N					4. If Amendment, Date of Original Filed (Month/Day/Year) 11/19/2014								,					
	Tabl	le I - No	on-Deriv	ative	Sec	uritie	s Ac	quire	d, Di	sposed c	f, o	or Bei	nefici	ally C	Owne	ed		
Date				Execution Date,							d 5)	5. Amount of Securities Beneficially Owned Following		6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
								Code	v	Amount		(A) or (D)	Price		Transaction(s) (Instr. 3 and 4)			(mour 4)
Common Stock 11/17/2			2014			S		2,307(1)		D	\$30.16		16 ⁽²⁾ 27,870		D			
Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)																		
Security or Exercise (Month/Day/Year) if any		on Date,	Transaction Code (Instr.		of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)			Amour or Numbe		g Instr. 3 mount	Deriv Secui	rivative curity	derivative Securities Beneficially Owned Following Reported	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
	(FALLANTY 00 OTTE N (SEcurity (Insecurity (Insecurity of Conversion or Exercise Price of Derivative)	(First) (ALLANTYNE CORPORATE OO COTTE NC (State) (State) (Stock Table Conversion or Exercise Price of Derivative (Month/Day/Year)	(First) (Middle) ALLANTYNE CORPORATE PLA OO OTTE NC 28277 (State) (Zip) Table I - No Security (Instr. 3) Stock Table II - Conversion or Exercise Price of Derivative (Month/Day/Year) I any (Month/Day/Year) Stock	(First) (Middle) ALLANTYNE CORPORATE PLACE OO Table I - Non-Derive Security (Instr. 3) Stock 11/17/ Table II - Derivate (Month/Day/Year) Conversion or Exercise Price of Derivative Price of Derivative 3. Transaction Date (Month/Day/Year) (Month/Day/Year) 3. Deemed Execution Date, if any (Month/Day/Year)	(First) (Middle) ALLANTYNE CORPORATE PLACE OO Table I - Non-Derivative Security (Instr. 3) Stock Table II - Derivative S (e.g., puts, c Conversion or Exercise Price of Derivative Security 2. Transaction Date (Month/Day/Year) 3. Transaction Date if any (Month/Day/Year) A. Deemed Execution Date, if any (Month/Day/Year) Security 3. Transaction Date if any (Month/Day/Year) 2. Table II - Derivative S (e.g., puts, c) A. Deemed Execution Date, if any (Month/Day/Year) A. Transaction Date if any (Month/Day/Year)	(First) (Middle) ALLANTYNE CORPORATE PLACE OO Table I - Non-Derivative Security (Instr. 3) Stock Table II - Derivative Security (Month/Day/Year) Table II - Derivative Security (e.g., puts, calls, (Month/Day/Year) 2. Conversion or Exercise Price of Derivative Security (Month/Day/Year) Stock 3. Date of 11/17/20 4. If Amen 11/19/20 2. Transaction Date (Month/Day/Year) Stock 4. Transaction Code (Instr. 8)	(First) (Middle) ALLANTYNE CORPORATE PLACE (State) (Zip) Table I - Non-Derivative Securitie Security (Instr. 3) Table II - Derivative Securities (e.g., puts, calls, warrange of Derivative Security (Month/Day/Year) Table II - Derivative Securities (e.g., puts, calls, warrange) (Governing of Derivative Securities (e.g., puts, calls, warrange) (Month/Day/Year) A. Transaction Date (e.g., puts, calls, warrange) (Month/Day/Year) A. Transaction Code (Instr. 8) A. Deemed Execution Date, if any (Month/Day/Year) (Month/Day/Year) (Month/Day/Year)	Babcock & Wild	Babcock & Wilcox C	Babcock & Wilcox Co Babcock & Wilcox Co	Babcock & Wilcox Co [BWC] (First) (Middle) ALLANTYNE CORPORATE PLACE 00 Table I - Non-Derivative Securities Acquired, Disposed of Code (Instr. 3) 2. Transaction Date (Month/Day/Year) Stock 11/17/2014 Table II - Derivative Securities Acquired, Disposed of (e.g., puts, calls, warrants, options, convertible or Date if any (Month/Day/Year) 2. Conversion or Exercise Price of Derivative Security 2. (Month/Day/Year) 3. Date of Earliest Transaction (Month/Day/Year) 4. If Amendment, Date of Original Filed (Month/Day) 2. Transaction Date (Month/Day/Year) 4. Securities Acquired, Disposed of (e.g., puts, calls, warrants, options, convertible of Date (Month/Day/Year) 2. (Conversion Date (Month/Day/Year) Objective Securities Acquired (A) or Disposed of (O) (Instr. 3, 4 and 5) 2. Date Expiration Date (Month/Day/Year) 2. (Month/Day/Year) 3. Transaction Date (Month/Day/Year) 3. Transaction Date (Month/Day/Year) 4. If Amendment, Date of Original Filed (Month/Day/Year) 4. If Amendment, Date of Original Filed (Month/Day/Year) 5. Securities Acquired, Disposed of (Code Instr. 8) 6. Date Expiration Date (Month/Day/Year) 6. Date Expiration Date (Month/Day/Year) 8. Date Expiration Date (Month/Day/Year) 8. Date Expiration Date (Month/Day/Year) 8. Date Expiration Date (Month/Day/Year)	Babcock & Wilcox Co BWC	Babcock & Wilcox Co BWC	Babcock & Wilcox Co BWC	Babcock & Wilcox Co [BWC] Check	Babcock & Wilcox Co	Babcock & Wilcox Co [BWC] Check all applicable Director X Officer (give title below)	Babcock & Wilcox Co BWC

Explanation of Responses:

- 1. This amendment is filed to correct the number of shares reported on the Reporting Person's Form 4 filed November 19, 2014.
- 2. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$30.1450 to \$30.1750, inclusive. The reporting person undertakes to provide to The Babcock & Wilcox Company, any security holder of The Babcock & Wilcox Company, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

Remarks:

James D. Canafax, by Angela P. Winter, attorney-in-fact

12/03/2014

** Signature of Reporting Person

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

- * If the form is filed by more than one reporting person, see Instruction 4 (b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.